

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12480 (LSS)

(Jointly Administered)

AFFIDAVIT OF SERVICE

I, Sonia Akter, depose and say that I am employed by Kroll Restructuring Administration LLC (“**Kroll**”), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On May 27, 2025, at my direction and under my supervision, employees of Kroll caused the following documents to be served by the method set forth on the Core/2002 Service List attached hereto as **Exhibit A**:

- Order Approving Stipulation and Agreed Order Relating to the Withdrawal of Proofs of Claims of the Claimants and (II) the Claims Objection [Docket No. 1561] (the “***Claims Stipulation and Agreed Order***”)
- Order (with Edits), Pursuant to Sections 105(a), 365(a), and 554 of the Bankruptcy Code Authorizing the Debtors to (I) Reject Certain an Unexpired Sublease, Effective as of the Rejection Date; and (II) Abandon Personal Property [Docket No. 1563] (the “***Rejected Lease Order***”)

¹ The Debtors in these chapter 11 cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260), Franchise Group Newco BHF, LLC (4123), Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 2371 Liberty Way, Virginia Beach, Virginia 23456.

On May 27, 2025, at my direction and under my supervision, employees of Kroll caused the following document to be served by the method set forth on the Core/2002 Agenda Service List attached hereto as **Exhibit B**:

- Notice of Bench Ruling [Docket No. 1562]

On May 27, 2025, at my direction and under my supervision, employees of Kroll caused the Claims Stipulation and Agreed Order to be served via first class mail and email on the Affected Claimants Service List attached hereto as **Exhibit C**.

On May 27, 2025, at my direction and under my supervision, employees of Kroll caused the Rejected Lease Order to be served via first class mail on the Contract Counterparties Service List attached hereto as **Exhibit D**.

On May 27, 2025, at my direction and under my supervision, employees of Kroll caused the following document to be served by the method set forth on the Ordinary Course Professionals Service List attached hereto as **Exhibit E**:

- Notice of Filing of the Ordinary Course Professional Declaration of DLA Piper LLP (US) [Docket No. 1566]

Dated: June 6, 2025

/s/ Sonia Akter
Sonia Akter

State of New York
County of New York

Subscribed and sworn (or affirmed) to me on June 6, 2025, by Sonia Akter, proved to me on the basis of satisfactory evidence to be the person who executed this affidavit.

/s/ OLEG BITMAN
Notary Public, State of New York
No. 01BI6339574
Qualified in New York County
Commission Expires April 4, 2028

Exhibit A

Exhibit A
Core/2002 Service List
Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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Counsel to Azalea Joint Venture, LLC, Brixmor Operating Partnership LP, Continental Realty Corporation, Federal Realty OP LP, FR Grossmont, LLC, Prime/FRIT Mission Hills, LLC, and ShopOne Centers REIT, Inc.	Ballard Spahr LLP	Attn: Leslie C. Heilman, Laurel D. Roglen, Margaret A. Vesper 919 North Market Street 11th Floor Wilmington DE 19801	heilmanl@ballardspahr.com roglenl@ballardspahr.com vesperm@ballardspahr.com	Email
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Counsel to Benenson Capital Partners LLC, CRI New Albany Square, LLC, DLC Management Corporation, Grove City Plaza, L.P., HV Center LLC, et al.2, Inland Commercial Real Estate Services LLC, Kempner Properties, LLC, National Realty & Development Corp., Northridge Crossing L.P., SS Tulsa Center LLC, et al.3, Wheeler REIT,LP, and/or certain of their affiliates	Barclay Damon LLP	Attn: Niclas A. Ferland 545 Long Wharf Drive Ninth Floor New Haven CT 06511	nferland@barclaydamon.com	Email
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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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Exhibit A
Core/2002 Service List
Served as set forth below

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Exhibit A
Core/2002 Service List
Served as set forth below

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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to BCDC Portfolio Owner LLC, BCHQ Owner LLC, Brookfield Properties Retail, Inc., Curbline Properties Corp., First Washington Realty, GCP Boom LLC, JLL Property Management (Franklin Mall), Kite Realty Group, L.P., NNN REIT, Inc., Regency Centers, L.P., Shamrock A. Owner LLC, and SITE Centers Corp.	Kelley Drye & Warren LLP	Attn: Robert L. LeHane, Jennifer D. Raviele, Allison Selick 3 World Trade Center 175 Greenwich Street New York NY 10007	KDWBkruptcyDepartment@kelleydrye.com rlehane@kelleydrye.com jraviele@kelleydrye.com aselick@kelleydrye.com	Email
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Counsel to Debtors and Debtors In Possession	Kirkland & Ellis LLP	Attn: Mark McKane, P.C. 555 California Street San Francisco CA 94101	mark.mckane@kirkland.com	Email
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Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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Counsel to Tax Appraisal District of Bell County, Brazos County, Burnet Central Appraisal District, Bowie Central Appraisal District, Denton County, Guadalupe County, Hays County, Midland Central Appraisal District, City of Waco/Waco Independent School District/La Vega Independent School District, and Williamson County	McCreary, Veselka, Bragg, & Allen, P.C.	Attn: Julie Anne Parsons P.O. Box 1269 Round Rock TX 78680-1269	jparsons@mvbalaw.com	Email
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Exhibit B

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U.S. Attorney for the District of Delaware	U.S. Attorney for Delaware	Attn: David C. Weiss & Ellen Slights U.S. Attorney's Office 1313 N Market Street, Suite 400 Wilmington DE 19801	302-573-6220		Facsimile
Securities and Exchange Commission	U.S. Securities and Exchange Commission - Headquarters	Secretary of the Treasury 100 F. Street NE Washington DC 20549		secbankruptcy@sec.gov	Email
Counsel to Sangamon North LLC, the Commons at Southpark LLC	Weltman, Weinberg & Reis Co. LPA	Attn: Geoffrey J. Peters 5475 Rings Road Suite 200 Dublin OH 43017		bronationalecf@weltman.com	Email
Counsel to the Second Lien Secured Parties; HoldCo Lenders	White & Case LLP	Attn: Bojan Guzina 111 S. Wacker Dr., Suite 5100 Chicago IL 60606		bojan.guzina@whitecase.com	Email
Counsel to Ad Hoc Group of Freedom Lenders	White & Case LLP	Attn: J. Christopher Shore, Samuel P. Hershey, Andrew Zatz, Erin Smith, Brett Bakemeyer 1221 Avenue of the Americas New York NY 10020-1095		cshore@whitecase.com sam.hershey@whitecase.com azatz@whitecase.com erin.smith@whitecase.com brett.bakemeyer@whitecase.com	Email
Counsel to the Second Lien Secured Parties; HoldCo Lenders, Ad Hoc Group of Freedom Lenders	White & Case LLP	Attn: Thomas Lauria 200 South Biscayne Boulevard, Suite 4900 Miami FL 33131		tlauria@whitecase.com	Email
Counsel to Debtors and Debtors In Possession	Young Conaway Stargatt & Taylor, LLP	Attn: Edmon L. Morton, Matthew B. Lunn, Allison S. Mielke, Shella Borovinskaya Rodney Square 1000 N. King Street Wilmington DE 19801		emorton@ycst.com mlunn@ycst.com amielke@ycst.com sborovinskaya@ycst.com	Email

Exhibit C

Exhibit C

Affected Claimants Service List
Served via First Class Mail and Email

ADDRESSID	NAME	ADDRESS1	ADDRESS2	CITY	STATE	POSTAL CODE	EMAIL
29904407	Avril, Matthew	Address On File					Email on File
29972177	Avril, Matthew	Address On File					Email on File
29901886	Dubin, Cynthia	Address On File					Email on File
29904315	Herskovits, Thomas	Address On File					Email on File

Exhibit D

Exhibit D

Contract Counterparties Service List

Served via First Class Mail

ADDRESSID	NAME	ADDRESS1	ADDRESS2	ADDRESS3	ADDRESS 4	CITY	STATE	POSTAL CODE
29791410	The ChildSmiles Group, LLC a/k/a Abra Health	Benesch Friedlander Coplan & Aronoff LLP	Attn: Elliot M. Smith	127 Public Square	Suite 4900	Cleveland	OH	44114
29791409	The ChildSmiles Group, LLC a/k/a Abra Health	Benesch Friedlander Coplan & Aronoff LLP	Attn: Jennifer R. Hoover	1313 North Market Street	Suite 1201	Wilmington	DE	19801-6101
30416094	The ChildSmiles Group, LLC a/k/a Abra Health	The ChildSmiles Group, LLC	103 Eisenhower Parkway	Suite 102		Roseland	NJ	07068
29776619	The ChildSmiles Group, LLC aka Abra Health	The ChildSmiles Group, LLC	Attn: Michael Skolnick	300 Harmon Meadow Blvd	2nd Floor	Secaucus	NJ	07094-3643

Exhibit E

Exhibit E

Ordinary Course Professionals Service List
Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Debtors and Debtors In Possession	Kirkland & Ellis LLP	Attn: Joshua A. Sussberg, P.C., Nicole L. Greenblatt, P.C., Derek I. Hunter 601 Lexington Avenue New York NY 10022	joshua.sussberg@kirkland.com nicole.greenblatt@kirkland.com derek.hunter@kirkland.com	Email
Counsel to Debtors and Debtors In Possession	Kirkland & Ellis LLP	Attn: Mark McKane, P.C. 555 California Street San Francisco CA 94101	mark.mckane@kirkland.com	Email
Counsel to the Ad Hoc Group of First Lien Lenders and DIP Lenders	Landis Rath & Cobb LLP	Attn: Adam G. Landis, Matt McGuire, Elizabeth Rogers 919 Market Street Suite 1800 P.O. Box 2087 Wilmington DE 19801	landis@lrclaw.com mcguire@lrclaw.com erogers@lrclaw.com	First Class Mail and Email
Counsel to JPMorgan Chase Bank, N.A., as Prepetition ABL Agent	Latham & Watkins LLP	Attn: Andrew Sorkin 555 Eleventh Street NW Suite 1000 Washington DC 20004	andrew.sorkin@lw.com	Email
Counsel to JPMorgan Chase Bank, N.A., as Prepetition ABL Agent	Latham & Watkins LLP	Attn: James Ktsanes, Timothy Beau Parker 330 N Wabash Avenue Suite 2800 Chicago IL 60611 Canada	james.ktsanes@lw.com beau.parker@lw.com	Email
Counsel to the ABL Secured Parties	Latham & Watkins LLP	Attn: Jennifer Ezring, James Ktsanes, Andrew Sorkin 1271 Avenue of the Americas New York NY 10020	Jennifer.Ezring@lw.com James.Ktsanes@lw.com andrew.sorkin@lw.com	First Class Mail and Email
United States Trustee for the District of Delaware	Office of the United States Trustee for the District of Delaware	Attn: Timothy J. Fox, Esq 844 King Street, Suite 2207 Lockbox 35 Wilmington DE 19801	timothy.fox@usdoj.gov	Email
Counsel to the Official Committee of Unsecured Creditors	Pachulski Stang Ziehl & Jones LLP	Attn: Bradford J. Sandler, Colin R. Robinson 919 North Market Street, 17th Floor P.O. Box 8705 Wilmington DE 19899-8705	bsandler@pszjlaw.com crobinson@pszjlaw.com	Email
Counsel to the Official Committee of Unsecured Creditors	Pachulski Stang Ziehl & Jones LLP	Attn: Robert J. Feinstein, Alan J. Kornfeld, Theodore S. Heckel 780 Third Avenue, 34th Floor New York NY 10017	rfeinstein@pszjlaw.com akornfeld@pszjlaw.com theckel@pszjlaw.com	Email
Counsel to the Ad Hoc Group of First Lien Lenders and DIP Lenders	Paul Hastings LLP	Attn: Jayme Goldstein, Jeremy Evans, Isaac Sasson, Daniel Fliman 200 Park Avenue New York NY 10166	jaymegoldstein@paulhastings.com jeremyevans@paulhastings.com isaacsasson@paulhastings.com danfliman@paulhastings.com	First Class Mail and Email

Exhibit E

Ordinary Course Professionals Service List
Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to the DIP Agent, Wilmington Trust, National Association, as Prepetition First Lien Agent and DIP Agent	Seward & Kissel LLP	Attn: Gregg Bateman, Sagar Patel, Michael Danenberg, John R. Ashmead, Gregg S. Bateman, Andrew J. Matott One Battery Park Plaza New York NY 10004	bateman@sewkis.com patel@sewkis.com dananberg@sewkis.com ashmead@sewkis.com bateman@sewkis.com matott@sewkis.com	First Class Mail and Email
Counsel to the Second Lien Secured Parties; HoldCo Lenders	White & Case LLP	Attn: Bojan Guzina 111 S. Wacker Dr., Suite 5100 Chicago IL 60606	bojan.guzina@whitecase.com	First Class Mail and Email
Counsel to the Second Lien Secured Parties; HoldCo Lenders, Ad Hoc Group of Freedom Lenders	White & Case LLP	Attn: Thomas Lauria 200 South Biscayne Boulevard, Suite 4900 Miami FL 33131	tlauria@whitecase.com	First Class Mail and Email
Counsel to Debtors and Debtors In Possession	Young Conaway Stargatt & Taylor, LLP	Attn: Edmon L. Morton, Matthew B. Lunn, Allison S. Mielke, Shella Borovinskaya Rodney Square 1000 N. King Street Wilmington DE 19801	emorton@ycst.com mlunn@ycst.com amielke@ycst.com sborovinskaya@ycst.com	Email